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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Textstar Automotive Group, Inc. 4-11-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Quaker State Oil Refining Corporation</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>225 Elm Street</u></p> <p>City: <u>Oil City</u> State: <u>PA</u> Zip: <u>16301</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>12/18/1986</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>734,043</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Pennzoil-Quaker State Company</u></p> <p>Internal Address: <u>Legal Department</u></p> <p>Street Address: <u>700 Milam</u></p> <p>City: <u>Houston</u> State: <u>TX</u> Zip: <u>77002</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>

DO NOT USE THIS SPACE

9. Signature.

Margaret A. Boulware *Margaret A. Boulware* Martin J. 2/17/2002
Name of Person Signing Signature Date

713-951-3375 Total number of pages including cover sheet, attachments, and document: 4

04/16/2002 6TOM11 00000221 734043 01 FC:481 40.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002485 FRAME: 0221

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TEXSTAR AUTOMOTIVE GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "QUAKER STATE OIL REFINING CORPORATION" UNDER THE NAME OF "QUAKER STATE OIL REFINING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9795225

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DATE: 06-09-99

TRADEMARK

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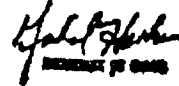
CERTIFICATE OF OWNERSHIP AND MERGER

FILED

MERGING

DEC 18 1986

TEXSTAR AUTOMOTIVE GROUP, INC.
(name of subsidiary)



INTO

QUAKER STATE OIL REFINING CORPORATION
(name of parent)

Quaker State Oil Refining Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Quaker State Oil Refining Corporation was incorporated on the 23rd day of June, 1931, pursuant to the Corporation Law of the State of Delaware.

SECOND: That Texstar Automotive Distribution Group, Inc. was incorporated pursuant to the General Corporation Law of the State of Delaware on the 6th day of December, 1978.

THIRD: That the name of Texstar Automotive Distribution Group, Inc. was changed to Texstar Automotive Group, Inc. by a Certificate of Amendment to the said Corporation's Certificate of Incorporation which was duly filed with the Secretary of State for the State of Delaware on the 29th day of August, 1980.

FOURTH: That Quaker State Oil Refining Corporation owns all of the outstanding shares of the stock of Texstar Automotive Group, Inc.

FIFTH: That Quaker State Oil Refining Corporation, by the following resolution of its Board of Directors, duly adopted on the 30th day of May, 1986, determined to merge Texstar Automotive Group, Inc. into Quaker State Oil Refining Corporation effective at the close of business on December 31, 1986.

RESOLVED, that Quaker State Oil Refining Corporation does hereby merge into itself Texstar Automotive Group, Inc., its wholly-owned subsidiary, effective at the close of business on December 31, 1986, and at that time assumes all of its assets, liabilities, and obligations; and

FURTHER RESOLVED, that Quentin E. Wood, Roger A. Markle, and Gerald W. Callahan, as officers of Quaker State Oil Refining Corporation, or any one of them, are directed to make and execute a Certificate of Ownership and Merger

setting forth a copy of the resolutions to merge Texstar Automotive Group, Inc. and assume its assets, liabilities, and obligations, and stating the date of adoption thereof, and to cause the same to be filed with the Secretary of State for the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Quaker State Oil Refining Corporation has caused this Certificate to be signed by Quentin E. Wood, Chairman of the Board and Chief Executive Officer, and attested by Gerald W. Callahan, its Corporate Secretary, this 25th day of November, 1986.

ATTEST:

QUAKER STATE OIL REFINING CORPORATION

By: Gerald W. Callahan
Gerald W. Callahan
Corporate Secretary

By: Quentin E. Wood
Quentin E. Wood, Chairman of the
Board and Chief Executive Officer

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF VENANGO) SS:

On this, the 25 day of November, 1986, before me, a Notary Public, the undersigned officer, personally appeared Quentin E. Wood, who acknowledged himself to be the Chairman of the Board and Chief Executive Officer of Quaker State Oil Refining Corporation, a corporation, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of said corporation by himself as Chairman of the Board and Chief Executive Officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda L. Orace (SEAL)

My Commission Expires: May 23, 1987